

Prospect Community Housing
Committee Meeting – October 2025
29 October 2025, 7:00 PM — 9:00 PM BST

Present:	Naomi MacKenzie	Chairperson
	Mo Connolly	Vice Chair
	Nikki Ross	Treasurer
	Jolly Oluka	Secretary
	Alan Gee	Committee Member
	Sharon-Lee Bow	Committee Member
	Sylwia Bogusz	Committee Member
	Milind Kolhatkar	Committee Member
	Jeremy Hewer	Committee Member
	Amanda Miller	Committee Member
	Simon Campbell	Committee Member
	Brendan Fowler	CEO
	Colin James	Director of Finance
	Neil Munro	Director of Property Services
	Catherine Louch	Director of Housing
	Marianne Wilson	Corporate Services Officer
	Lorna Shaw	Research Resource (left after agenda item 3)
Apologies:	Cheryl Mabon	Committee Member
	Chuks Ododo	Committee Member

1 Welcome and Apologies

Naomi welcomed all attendees to the meeting and apologies were noted for Cheryl Mabon and Chuks Ododo.

2 Declaration of Interest

There were no declarations of interest.

3 Tenant Satisfaction Survey Results Presentation

Naomi welcomed Lorna Shaw from Research Resource and Lorna presented the results of the tenant satisfaction survey results and advised 482 interviews were carried out, a 54% response rate.

Lorna opened up for questions, a question was asked about the number of surveys carried out and the question on repairs satisfaction. Lorna confirmed that this applied to repairs within the last year, if respondents did not have repairs in that time frame, then they did not answer this question.

Brendan advised the full report will be put onto Convene for the committee to access, along with the rent consultation results.

Marianne will let the committee know when these documents will be available.

Catherine advised she would appreciate any comments or feedback from the Committee to help plan the action plan.

Another question was asked about the few respondents that expressed dissatisfaction on how they had been communicated with and whether there was a follow up question. Lorna confirmed the question was about specific issues, rather than general communication.

Naomi thanked Lorna for her presentation and Lorna left the meeting at this point.

4 Minutes of Meeting held on 24 September 2025

Colin advised that there were a couple of corrections. First, there should have been reference to void income and repair budgets being over target by around £57k combined.

Second, we should add a reference to insurance procurements process requiring a specialist advisor. This approach is common throughout the sector, and allows us to tender across the whole market, which includes not only provision of insurance but also brokerage services.

Subject to these changes, the minutes of the meeting held on 24 September 2025 were proposed by Mo Connolly, seconded by Jolly Oluka, and approved by all members present.

5 Matters Arising Report

The matters arising report was noted.

6 Schedule of Authorised Signatories

Colin confirmed this is a standard report and asked the committee to approve the document.

The schedule of Authorised Signatories was proposed by Nikki Ross, seconded by Sylwia Bogusz, and approved by all members present.

7 Register of Undertakings

The Register of Undertakings were noted.

8 Clovenstone Close Acquisitions

Brendan advised that Prospect had a meeting with Edinburgh Council about the purchase of the additional Clovenstone Close properties. Brendan confirmed the meeting went extremely well. Brendan advised that Neil and our Development consultant are currently doing the grant application while Colin is working with our lender to secure the necessary private finance. A cost reduction has been obtained from Smarts that is acceptable to CEC.

Brendan advised all being well, we are aiming to have a handover of the properties on 27th November.

It was asked if there was further opportunity for us to maximise the ownership in Clovenstone Close by purchasing more properties. Brendan confirmed that this would not be possible as these properties have already been sold.

A discussion took place with questions being asked about the cashflow and why it would take 31 years to generate a positive cashflow. Brendan confirmed that this period of payback is not unusual, and Colin said this is only slightly more than for previous phases. Colin added that these projections are on the current rent level and budgets, so with higher rent increases that are being proposed in our Business Plan, the payback period will be shorter..

The decision to approve the acquisition was proposed by Simon Campbell, seconded by Milind Kolhatkar and approved by all members present.

8.2 Lettings Plan for Clovenstone Close

Catherine advised previously we have asked current tenants to downsize to free up the larger properties however this time round Catherine is proposing only 4 properties allocated for our current tenants and for the remaining 11 properties, we will work with the city of Edinburgh homeless team to get referrals. Catherine advised that she would meet with the CEC homeless team to take this forward.

A question was asked around how resources for the additional properties, including sign-ups and support after tenants are in. Catherine did note that while the whole team were pulling together and stretched a bit, they appreciate the opportunity of new properties for Prospect. Overtime has been agreed for staff where required, and we are working with partners to get support in place for the new tenants.

Brendan confirmed that we will not be looking to take on any new developments after this until we have reflected on our financial capacity to develop and for staff workload to settle down.

An additional thanks was given from the Committee for Gillian and all the staff team at Prospect involved in Clovenstone Close.

The decision to approve the Lettings Plan was proposed by Sylwia Bogusz, seconded by Jeremy Hewer, and approved by all members present.

9 Amendment of RBS loan agreement

Colin advised that the original heading for this agenda item was the approval of the new loan agreement, however a more accurate description now is the amendment of the loan agreement as it modifies the agreement already there and does not require a full restatement.

Colin noted that Prospect requires an additional £1.75m to complete the purchase just approved and advised the easiest way to achieve this is to increase the Revolving Credit Facility with RBS: no further security was needed to do this. Colin added that as we need to vary the RCF agreement, we can also extend its expiry slightly to give us more time to think about the future strategy, including making favourable changes to the IC covenant.

Colin advised that we need to go through a specific process which allows us to meet the Bank's expectations, to do this we need to set up a Sub-Committee with Terms of Reference which are defined in the Appendix to this report. Colin noted that in addition to this we need a formal Extract Minute, which is shown in the appendix.

Brendan noted that there will be a focus at the strategy day and into the residential next year on finance.

A question was asked if the change in the covenant position was a reportable event for the regulator and Brendan confirmed it was not.

Another question was asked why the need for a Sub Committee to approve and Brendan confirmed it was to do with the timeline, and if we waited to bring the full loan agreement approval to November committee, this would be too late for the handover of the properties.

The decision to approve the amendment to the RBS loan agreement in principle and to delegate the final approval of relevant documentation by a Sub Committee under given terms

of reference was proposed by Jeremy Hewer, seconded by Mo Connolly and approved by all members present.

Brendan advised that the committee members that have put themselves forward to be part of the subcommittee, to be aware that they may need to be available at fairly short notice, 2-3 days. It was agreed that the subcommittee would consist of Naomi, Simon, Amanda and Jeremy. The below minute required by RBS was noted.

BANKING FACILITIES WITH ROYAL BANK OF SCOTLAND PLC

1 It was reported that the meeting of the Committee had been duly convened in accordance with the terms of the constitutive documents of Prospect and that a quorum was present.

2 The Chairperson reminded the Meeting that Prospect and the Royal Bank of Scotland plc (previously NatWest Markets plc) (the “**Bank**”) had entered into facilities agreements originally dated 1 and 4 December 2006, 26 November and 3 December 2008, 16 March 2011, and as most recently amended by an amendment and restatement agreement dated 30 March 2021 (the “**Facilities Agreement**”).

3 The Chairperson reported that Prospect proposed to enter into an Amendment Agreement (“**Amendment Agreement**”) with the Bank to amend the terms of the Facilities Agreement.

4 Committee

The Chairperson drew the attention of the Meeting to Prospect’s Rules (the “**Rules**”) which provide, inter alia, that the Committee may delegate any of its powers under written terms of reference to a Sub-Committee.

The Committee RESOLVED:

That the amendments discussed are consistent with Prospect’s borrowing strategy and that the Committee considers that accepting the terms of an Amendment Agreement which reflects the changes discussed is in the best interests of Prospect.

That the powers of the Committee be delegated in the manner set out in paragraph 5 below to a Sub-Committee (the “**Sub-Committee**”) comprising of Naomi MacKenzie, Simon Campbell, Amanda Miller and Jeremy Hewer in accordance with Rule 58 of the Rules. The Sub-Committee will have a minimum of three members; there must be at least three Committee Members who are also members of the Sub-Committee present for a meeting to take place; and any decision made by the Sub-Committee must be reported to the next Committee Meeting.

5 Terms of reference

The Meeting discussed the terms of reference of the delegation to the Sub-Committee and **it was resolved** that Prospect’s power to consider and if thought fit approve the terms of the Amendment Agreement and authorise the execution of the Amendment Agreement, pursuant to its Rules be fully delegated to the Sub-Committee, and, without prejudice to the foregoing, the Sub-Committee shall have the power on behalf of Prospect to:

5.1 consider and approve the terms and conditions of the Amendment Agreement and all other documentation associated with it which they consider necessary or desirable in connection with the entry by Prospect into the Amendment Agreement with such amendments as they shall approve (together the “**Banking Documentation**”);

5.2 authorise any person (each an “**Authorised Signatory**” and together the “**Authorised Signatories**”) to agree the final terms of the Banking Documentation;

- 5.3 authorise any Authorised Signatory on behalf of Prospect to execute the Amendment Agreement;
- 5.4 authorise any Authorised Signatory on behalf of Prospect to execute and deliver any other documents, notices, letters or other communications and to perform all matters, acts and things which such person in his/her absolute discretion deems to be necessary or desirable in connection with the Amendment Agreement.

There being no further matters regarding the Banking Documentation, the business of the meeting moved to the next agenda item.

10 Management Team Report

Brendan spoke about the success of the Clovenstone Close opening event and noted it had a great community feel and Naomi opened the development, with a great mix of tenants and local partners in attendance.

Neil had nothing further to add to his section of the report.

Catherine highlighted that it was a busy time for Housing with the voids and allocations of Clovenstone Close. Catherine also noted that Prospect has been shortlisted for the CIH Housing Awards again, this time for Prospect's approach to ending homelessness with the work done at Clovenstone Close.

Colin had nothing further to add to his section of the report.

11 Quarterly Management Accounts to 30 September 2025

Colin presented the Quarterly Management Accounts and noted the key things to pick out were the surplus of **£832k** (a positive variance of **£212k**, largely due to timing) and variances on some major headings.

Colin ran through the breakdown of the underspend noting that the most significant heading is the planned maintenance, accounting for **£109k**. Colin noted that we are expecting this to catch up. Colin added that the other two main positive variances are on total income & office admin, with admin under by **£45k**, which again is likely due to timing.

Colin advised that Void maintenance is over budget by **£52k** so we have a combined void overspend of **£76k** which is heading for over **£100k** by year end, while in the short term the further Clovenstone Close acquisitions will create more pressure in Quarter 3. Colin advised the Management Team has looked at this and agreed the intention is to delay some elements of uncommitted spend (**£100k** in total) into the new financial year. Colin advised Neil is currently looking at the detail of this and we do also expect there to be some headings where we will make savings this year eg service costs, neighbourhood improvements.

Colin noted the Rent arrears performance remains positive & within budget. Colin advised the cash levels at the end of September are **£1.4m**, which is similar to last quarter, but will be influenced greatly by development & grant transactions in Q3.

12 Committee Residential Training Plan

Brendan advised the topics we are considering for the Residential Training weekend are;

- Financial planning
- Training on meeting preparation and effective input at meetings
- Our approach to rent arrears

Brendan suggested that a Treasury Management consultant could come in and do a session on financial planning, while Brendan could do the session and lead on the meeting prep, and the session on our approach to rent arrears to be presented by Catherine.

Brendan confirmed that if there is something someone has suggested on training that is not on the list, we can follow up on this and there could be an opportunity for individual training courses or sessions.

Brendan advised that Marianne would confirm dates with the committee, however it is looking likely to be the weekend of Fri 27th Feb – Sun 1st March.

The decision to approve the Committee Training plan was proposed by Nikki Ross, seconded by Sylwia Bogusz and approved by all members present.

13 Information Only Items

The following report was noted:

- 6 monthly review of Corporate Objectives
- Developments
- Annual Performance Report

14 AOCB

Naomi MacKenzie thanked everyone for attending the meeting.

15 Date of Next Meeting: Wednesday 26 November 2025 at 19:00

Signed:

Date: